

**DECLARATION OF COVENANTS
INSPECTION/MAINTENANCE OF STORMWATER MANAGEMENT FACILITY**

THIS DECLARATION, made this 9th day of, July 2003, between TERRABROOK CLARKSBURG, L.L.C., a Delaware limited liability company, hereinafter referred to as the "COVENANTOR", owner of the following property: part of the property acquired by the COVENANTOR(S) hereto, described in Liber 17865 at Folio 495 of the Land Records of Montgomery County, Maryland, and MONTGOMERY COUNTY, MARYLAND hereinafter referred to as the "COUNTY".

WITNESSETH:

We, the COVENANTOR (S), with full authority to execute deeds, mortgages, other covenants, and all rights, titles and interest in the property described above, do hereby covenant with the COUNTY as follows:

1. The COVENANTOR (S), shall provide maintenance for the stormwater management facility, hereinafter referred to as the "FACILITY", located on and serving the above described property to ensure that the FACILITY is and remains in proper working condition in accordance with approved design standards, with the law, and applicable executive regulations.

2. If necessary, the COVENANTOR (S) shall levy regular or special assessments against all present or subsequent owners of property served by the FACILITY to ensure that the FACILITY is properly maintained.

3. The COVENANTOR (S) shall provide and maintain perpetual access from public rights-of-way to the FACILITY for the COUNTY, its agent and its contractor.

4. The COVENANTOR (S) shall grant the COUNTY, its agent and its contractor a right of entry to the FACILITY for the purpose of inspecting, operating, monitoring, installing, constructing, reconstructing, modifying, altering, or repairing the FACILITY.

UPON RECORDATION, PLEASE RETURN TO
CHARLES P. JOHNSON AND ASSOCIATES
1751 ELTON ROAD
SILVER SPRING, MARYLAND 20903

MONTGOMERY COUNTY, MD

APPROVED BY [Signature]

JUL 11 2003

\$ [Signature] RECORDATION TAX PAID
\$ [Signature] TRANSFER TAX PAID

5. If, after reasonable notice by the COUNTY, the COVENANTOR (S) shall fail to maintain the FACILITY in accordance with the approved design standards and with the law and applicable executive regulations, the COUNTY may perform all necessary repair and maintenance work, and the COUNTY may assess the COVENANTOR (S) and/or all owners of property served by the FACILITY for the cost of the work and any applicable penalties. Said assessment shall be a lien against all properties served by the FACILITY and may be placed on the property tax bills of said properties and collected as ordinary taxes by the COUNTY.

6. The COVENANTOR (S) shall indemnify and save the COUNTY harmless from any and all claims for damages to persons or property arising from the installation, construction, maintenance, repair, operation or use of the FACILITY.

7. The COVENANTOR (S) shall promptly notify the COUNTY when the COVENANTOR (S) legally transfers any of the COVENANTOR (S) responsibilities for the FACILITY. The COVENANTOR (S) shall supply the COUNTY with a copy of any document of transfer, executed by both parties.

8. The covenants contained herein shall run with the land and shall bind the COVENANTOR (S) and the COVENANTOR (S)' heirs, executors, administrators, successors and assignees, and shall bind all present and subsequent owners of property served by the FACILITY.

9. This COVENANT shall be recorded in the County Land Records.

IN WITNESS WHEREOF, the COVENANTOR (S) have executed this DECLARATION OF COVENANTS as of this 9th day of July 2003.

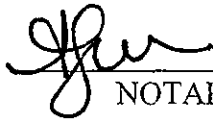
Terrabrook Clarksburg, L.L.C.,
A Delaware Limited Liability Company

ATTEST: Kimberly N. Ambrose By: Tracy Z. Graves
Tracy Z. Graves
Assistant Vice President

STATE OF MARYLAND
COUNTY OF

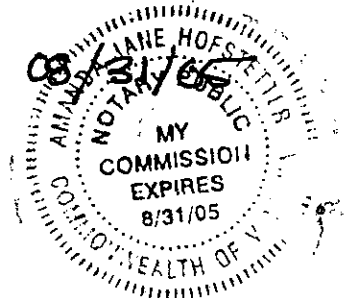
I hereby certify that on this 9th day of July, 2003,
before the subscribed, a Notary Public of the State of Virginia, and for the County
of Loudoun, aforesaid personally appeared Tracy Z. Graves, and did
acknowledge the foregoing instrument to be her act.

In testimony whereof, I have affixed my official seal



NOTARY PUBLIC

My Commission Expires



INFORMATION FOR RECORDING EASEMENT

Parcel ID Number:

02-03282935,03390545

Record Legal Description:

L.17865 F.495, P. No. 22367

Street Address of Parcel:

Piedmont Drive & Stringtown Road, and Clarksburg Square
Road & Clarksridge Road

Names and Addresses of Parties to Instrument and Their Interest

GRANTOR:

Terrabrook Clarksburg L.L.C.
23330 Frederick Road
Clarksburg, Maryland 20871

COUNTY:

Montgomery County, Maryland
101 Monroe Street
Rockville, MD 20850

Department of Environmental
Protection
101 Monroe St.
Rockville, MD 20850

**GRANT OF STORMWATER
MANAGEMENT EASEMENT
AND
RIGHT OF WAY
TO
MONTGOMERY COUNTY, MARYLAND**

Tax ID. No. 02-03282935,03390545

Made this 9th day of July, 2003, by and between
TERRABROOK CLARKSBURG, L.L.C., a Delaware limited liability company,
Grantor, and MONTGOMERY COUNTY, MARYLAND, hereinafter referred to as the
County.

WITNESSETH: That in consideration of the sum of One Dollar (\$1.00) paid
by the County, the receipt of which is hereby acknowledged, the Grantor does hereby
grant and convey to the County, its successors and assigns, a Stormwater Management
Easement and Right of Way described as follows:

SEE SCHEDULE A

TO HAVE AND TO HOLD said easement and right of way together with the
rights and privileges pertinent to their proper use and benefits forever by the County, its
successors and assigns.

AND the Grantor, for himself, his heirs and assigns, covenant and agree with the
County, its successors and assigns, as follows:

FIRST: That the Grantor will never erect nor permit to be erected any
building or structure of any nature whatsoever, nor fill or excavate, nor plant trees within
said easement and right of way without the County's written consent;

SECOND: That the County, its successors and assigns, shall at all times have
a right to enter said easement and right of way for the purpose of installing, constructing,
reconstructing, modifying, altering, maintaining, repairing, operating, monitoring and
inspecting the stormwater management facility within said easement and right of way, the
right of entry to be along the line herein designated and along such other lines as the
Grantor may designate; and

UPON RECORDATION, PLEASE RETURN TO
CHARLES P. JOHNSON AND ASSOCIATES
1751 ELTON ROAD
SILVER SPRING, MARYLAND 20903

MONTGOMERY COUNTY, MD
APPROVED BY [Signature]

JUL 11 2003
\$ MP RECORDATION TAX PAID
\$ MP TRANSFER TAX PAID

THIRD: The maintenance of the facility shall be in accordance with the maintenance covenant for this facility; and

FOURTH: That the Grantor will warrant specially said easement and right of way, and shall execute such further assurances thereof as may be requisite.

WITNESS: (his) hand and seal, the day and year first hereinabove written.

WITNESS:

Terrabrook Clarksburg, L.L.C.,
A Delaware Limited Liability Company

Witness

Kimberly N. Ambrose

By:

Tracy Z. Graves

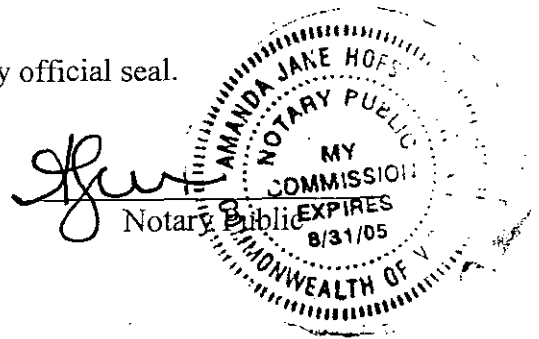
Tracy Z. Graves
Assistant Vice President

State of Virginia
SS:
County of Loudoun

I HEREBY CERTIFY that on this 9th day of July, 2003, before the subscriber, a Notary Public of the State of Virginia, and for the County of Loudoun personally appeared Tracy Z. Graves, and did acknowledge the foregoing instrument to be her act.

IN TESTIMONY WHEREOF, I have affixed my official seal.

My Commission expires 08/31/05



Charles P. Johnson & Associates, Inc.

Planners Engineers Landscape Architects Surveyors

Silver Spring, MD

Frederick, MD

Fairfax, VA

CPI
Associates

SCHEDULE "A"

DESCRIPTION OF A STORM WATER MANAGEMENT EASEMENT

ACROSS THE PROPERTY OF

TERRABROOK CLARKSBURG, L.L.C. A DELAWARE LIMITED LIABILITY COMPANY

CLARKSBURG (2ND) DISTRICT MONTGOMERY COUNTY MARYLAND

BEING three (3) strips or parcels of land hereafter described as **PART ONE**, **PART TWO** and **PART THREE**, all running in, through, over and across the property acquired by Terrabrook Clarksburg, L.L.C., a Delaware limited liability company from Clarksburg Land Associates LLLP, a Maryland limited liability limited partnership and Piedmont Land Associates LLLP, a Maryland limited liability limited partnership by deed dated February 4, 2000 and recorded among the Land Records of Montgomery County, Maryland in Liber 17865 at Folio 495, said **PART TWO** and **PART THREE** running also in, through, over and across Parcel A, Block FF as shown on a subdivision record plat entitled "Lots 1 through 13, 22 through 37 and Parcel A, Block FF, Clarksburg Town Center" and recorded among the aforesaid Land Records as Plat No. 22367, all being more particularly described in the Maryland State Plane datum (NAD 83/91) as follows

PART ONE

BEGINNING for the same at a point at the end of line drawn North 01°11'14" East, 81.74 feet from the end of the eightieth (80th) or South 87°44'20" West 92.66 feet line of Part One of the aforesaid deed and running thence in, through, over and across the property of the owner, the following twenty-four (24) courses and distances

1. South 57°41'36" West, 130.23 feet to a point, thence
2. South 84°46'49" West, 27.88 feet to a point, thence

3. North 43°07'26" West, 61.25 feet to a point, thence
4. North 46°52'34" East, 13.00 feet to a point, thence
5. South 43°07'26" East, 54.89 feet to a point, thence
6. North 84°46'49" East, 18.39 feet to a point, thence
7. North 46°52'34" East, 68.49 feet to a point, thence
8. North 43°07'26" West, 83.44 feet to a point, thence
9. North 74°08'17" West, 5.08 feet to a point, thence
10. 42.17 feet along the arc of a non-tangent curve, deflecting to the left, having a radius of 55.00 feet and a chord bearing and distance of North 23°55'46" West, 41.15 feet to a point, thence with a tangent line
11. North 45°53'46" West, 98.32 feet to a point, thence
12. 80.28 feet along the arc of a non-tangent curve, deflecting to the left, having a radius of 408.00 feet and a chord bearing and distance of North 28°36'54" East, 80.15 feet, thence with a tangent line
13. North 22°58'43" East, 111.93 feet to a point, thence
14. South 67°01'17" East, 11.50 feet to a point, thence
15. North 22°58'43" East, 6.19 feet to a point, thence
16. South 67°05'24" East, 78.18 feet to a point, thence
17. South 55°11'31" West, 46.35 feet to a point, thence
18. South 37°37'49" West, 25.02 feet to a point, thence
19. South 19°47'40" West, 53.50 feet to a point, thence
20. South 00°53'15" East, 18.19 feet to a point, thence
21. South 19°18'50" East, 22.03 feet to a point, thence
22. South 38°11'28" East, 103.06 feet to a point, thence
23. South 19°54'56" East, 64.22 feet to a point, thence
24. South 44°16'35" East, 35.51 feet to the point of beginning, containing 30,408 square feet or 0.70 of an acre of land.

PART TWO

BEGINNING for the same at a point at the end of a line drawn North $81^{\circ}48'16''$ East, 10.00 feet from the northerly end of the North $08^{\circ}36'27''$ West, 185.06 feet line as shown on the aforesaid Plat No. 22367 and running thence, in, through, over and across Parcel A, Block FF the following seven (7) courses and distances

1. North $76^{\circ}03'55''$ East, 103.75 feet to a point, thence
2. 17.72 feet along the arc of a tangent curve, deflecting to the right, having a radius of 8.00 feet and a chord bearing and distance of South $40^{\circ}28'41''$ East, 14.31 feet to a point, thence with a tangent line
3. South $22^{\circ}58'43''$ West, 122.80 feet to a point, thence
4. North $67^{\circ}12'32''$ West, 6.71 feet to a point, thence
5. 39.46 feet along the arc of a tangent curve, deflecting to the left, having a radius of 72.00 feet and a chord bearing and distance of North $82^{\circ}54'30''$ West, 38.96 feet to a point, thence with a tangent line
6. South $81^{\circ}23'33''$ West, 3.30 feet to a point, thence
7. North $08^{\circ}36'27''$ West, 93.09 feet to the point of beginning, containing 8,626 square feet or 0.20 of an acre of land.

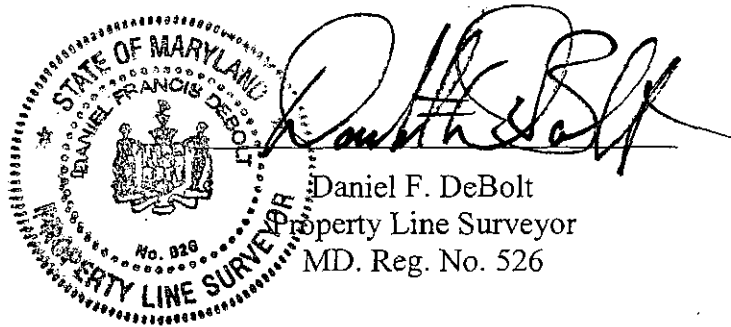
PART THREE

BEGINNING for the same at a point on the aforesaid North $08^{\circ}36'27''$ West, 185.06 feet line as shown on the aforesaid Plat No. 22367, distant, 0.01 feet northerly from the southerly end thereof and running thence with and binding on said plat line the following course and distance

1. North $08^{\circ}36'27''$ West, 63.88 feet to a point, thence running in, through, over and across Parcel A, Block FF the following five (5) courses and distances
2. North $81^{\circ}23'33''$ East, 13.30 feet to a point, thence
3. 24.11 feet along the arc of a tangent curve, deflecting to the right, having a radius

of 44.00 feet and a chord bearing and distance of South 82°54'30" East, 23.81 feet to a point, thence with a tangent line

4. South 67°12'32" East, 6.62 feet to a point, thence
5. South 22°58'43" West, 31.81 feet to a point, thence
6. 37.12 feet along the arc of a tangent curve, deflecting to the right, having a radius of 92.00 feet and a chord bearing and distance of South 34°32'12" West, 36.87 feet to the point of beginning, containing 1,614 square feet or 0.04 of an acre of land.



Record Legal Desc.

Liber 17865 Folio 495

Tax ID No.'s

02-03282935

Parcel A, Block FF 02-03390545

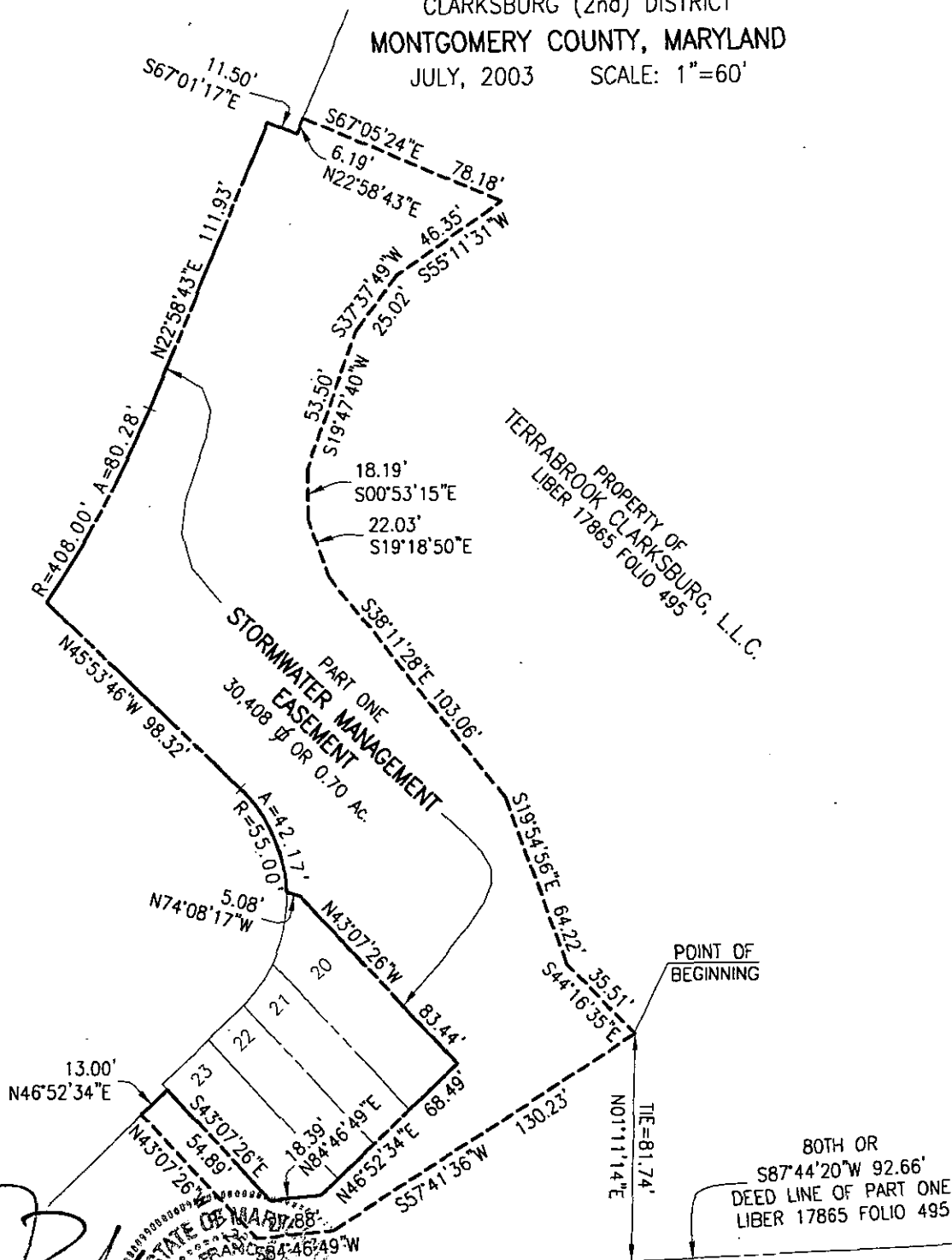
SCALE: 1"=60'



MARYLAND STATE PLANE
DATUM (NAD 83/91)

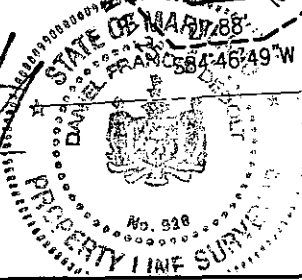
SCHEDULE 'B'
SKETCH OF A
STORMWATER MANAGEMENT EASEMENT
ACROSS THE PROPERTY OF
TERRABROOK CLARKSBURG, L.L.C.

A DELAWARE LIMITED LIABILITY COMPANY
CLARKSBURG (2nd) DISTRICT
MONTGOMERY COUNTY, MARYLAND
JULY, 2003 SCALE: 1"=60'



[Signature]

DANIEL F. DeBOLI
PROPERTY LINE SURVEYOR
MD. REG. No. 526



CPI
Associates

Charles P. Johnson & Associates, Inc.
PLANNERS • ENGINEERS • LANDSCAPE ARCHITECTS • SURVEYORS
8751 ELTON ROAD SUITE 300 SILVER SPRING, MARYLAND 20903
Phone: (301) 434-7000 E-mail: cpj@cpj.com Fax: (301) 434-4094
FREDERICK, MD FAIRFAX, VA

SCALE: 1"=40'
 MARYLAND STATE PLANE
 DATUM (NAD 83/91)

SCHEDULE 'C'
 SKETCH OF A
 STORMWATER MANAGEMENT EASEMENT
 ACROSS THE PROPERTY OF
TERRABROOK CLARKSBURG, L.L.C.

A DELAWARE LIMITED LIABILITY COMPANY
 CLARKSBURG (2nd) DISTRICT
 MONTGOMERY COUNTY, MARYLAND

JULY, 2003 SCALE: 1"=40'

LOTS 1 THROUGH 13,
 22 THROUGH 37 AND
 PARCEL A, BLOCK FF
 CLARKSBURG TOWN CENTER
 PLAT No. 22367

PARCEL A

PROPERTY OF
 TERRABROOK CLARKSBURG, L.L.C.
 LIBER 17865 FOLIO 495

PART TWO
 STORMWATER MANAGEMENT
 EASEMENT
 8,626 ϕ OR 0.20 Ac.

PARCEL A

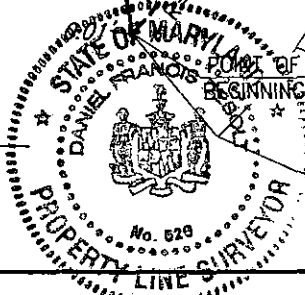
LOTS 32 THROUGH 37 & PARCEL C,
 BLOCK EE AND LOTS 14 THROUGH 21 & AND
 PARCEL B, BLOCK FF
 CLARKSBURG TOWN CENTER
 PLAT No. 22368

PLAT LINE, PLAT No. 22364

PART THREE
 STORMWATER MANAGEMENT
 EASEMENT
 1,614 ϕ OR 0.04 Ac.

[Signature]

DANIEL F. DeBOLT
 PROPERTY LINE SURVEYOR
 MD. REG. No. 526



CPI
 Associates

Charles P. Johnson & Associates, Inc.
 PLANNERS - ENGINEERS - LANDSCAPE ARCHITECTS - SURVEYORS
 1251 ELTON ROAD, SUITE 300 SILVER SPRING, MARYLAND 20903
 Phone: 410/434-7000 E-mail: cpa@cpi-va.com Fax: 410/434-8394
 FREDERICK, MD. FAIRFAX, VA